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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, JPMORGAN CHASE BANK, N.A., AND GOODYEAR CANADA INC.
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 7325

(JPMORGAN CHASE BANK, N.A. AS ASSIGNEE OF
GOODYEAR CANADA INC.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), JPMorgan Chase Bank, N.A. ("JPMorgan"), and Goodyear Canada Inc. ("Goodyear") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, JPMorgan Chase Bank, N.A., And Goodyear Canada Inc. Compromising And Allowing Proof Of Claim Number 7325 (JPMorgan Chase Bank, N.A. As Assignee Of Goodyear Canada Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 1, 2006, Goodyear filed proof of claim number 7325 (the "Proof of Claim") against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$388,310.09 (the "Claim") stemming from goods sold to DAS LLC.

WHEREAS, on June 2, 2006 JPMorgan filed the Notice Of Transfer Of Claim Pursuant to FRBP Rule 3001(e)(2), which transferred Proof of Claim 7325 from Goodyear to JPMorgan (Docket No. 4014).

WHEREAS, on August 24, 2007, the Debtors filed the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books and Records, (D) Untimely Claim, And (E) Claims Subject To

Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151).

WHEREAS, on September 28, 2007, this Court entered the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification Identified In Twentieth Omnibus Claims Objection (Docket No. 9692) modifying the Claim from \$388,310.09 to \$363,079.29.

WHEREAS, On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, on December 21, 2009, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain (A) Books And Records Claims, (B) Fully Satisfied Claims, And (C) Objected-To Claims To Be Disallowed, (II) Modify And Allow Certain (A) Partially Satisfied Claims, (B) Claims To Be Further Modified, (C) Objected-

To Claims To Be Modified And Allowed, And (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth Omnibus Claims Objection").

WHEREAS, on January 19, 2010, the Claimant filed the Response Of Goodyear Canada Inc. To The Debtors' Fortieth Omnibus Objection To Modify And Allow Certain Claims To Be Further Modified (Docket No. 19328) (the "Response").

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Fortieth Omnibus Claims Objection with respect to the Proof of Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Debtors and JPMorgan agreed that the Proof of Claim should be allowed as a general unsecured non-priority claim in the amount of \$347,207.29 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and JPMorgan stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$347,207.29 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of May, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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